

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

28/11/68

FILING STATEMENT NO. 1672.
FILED, FEBRUARY 7th, 1969.

KEY ANACON MINES LIMITED

Full corporate name of Company.
Incorporated as Anacon Lead Mines Limited, Letters Patent
May 4, 1948, The Companies Act (Ontario). Supplementary
Letters Patent February 11, 1964 to change name and reorganize
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 capital.
(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous

FILING STATEMENT Filing Statement No. 1378.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>(a) Supplemental trust deed to vary conversion privileges attached to outstanding 6% Convertible Debentures. (See Item 5).</p> <p>(b) Increase in authorized capital to be effected by supplementary letters patent. (See Item 6).</p> <p>(c) Offering of rights to shareholders to purchase a total of 1,344,670 additional shares on the basis of one share for every four shares held, and at a subscription price of 60¢ per share. (See Item 6)</p> <p>(d) Stand-by underwriting agreement whereunder the Company is assured payment for 60% of the shares to be offered as aforesaid. (See Item 6).</p>		
2. Head office address and any other office address.	Suite 908, 330 Bay Street, Toronto, Ontario.		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Director and President	ROBERT J. ISAACS, 419 The Kingsway, Islington, Ontario.	Mining Engineer
	Director, Vice-President and Treasurer	GORDON L. MOORE, 257 The East Mall, Apartment 207, Islington, Ontario.	Executive
	Assistant Treasurer	KEITH A. WALKER, 972 Vistula Drive, Fairport Beach, Ajax, Ontario.	Chartered Accountant
	Director and Secretary	WALLACE D. MACAULAY, P.O. Box 1289, 44 Prince William St., Saint John, N.B.	Barrister and Solicitor
	Director	YVES PRATTE, 100 Place d'Youville, Quebec City, Quebec.	Barrister and Solicitor
	Director	LAWRENCE F. DALEY, P.O. Box 355, Halifax, Nova Scotia.	Barrister-at-Law
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized: 6,000,000 shares with a par value of 20¢ each.</p> <p>Outstanding: 5,378,686 shares, all as fully paid.</p>		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	See Schedule "A" on page 3.		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	See Schedule "B" on page 4.		
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The Company is informed that the only persons having any ultimate beneficial interest in Kent Line Limited aforesaid are K.C.Irving, P.O. Box 1421, Golden Ball Building, Saint John, New Brunswick, his wife Harriet Irving and their sons, James K. Irving, Arthur L. Irving and John E. Irving(save less than 1% owned by others)		

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None																				
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	As indicated above, the Company is assured receipt of \$484,081 from the sale of shares to be offered to shareholders under the rights offering, and may receive additional funds if more than 60% of the shares are sold. The Company intends to use money received to the extent possible to eliminate current liabilities including bank loans. The Company has no present definite plans as to exploration and/or development of any of its mining properties or interests.																				
10. Brief statement of company's chief development work during past year.	Nothing was done during the past year by way of development at the Company's mining properties.																				
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable																				
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable																				
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None																				
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable																				
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><thead><tr><th>NAME</th><th>ADDRESS</th><th>NO. OF SHARES</th></tr></thead><tbody><tr><td>Barclays (Nassau) Nominees Co. Limited</td><td>Nassau, Bahamas</td><td>1,639,178</td></tr><tr><td>K.C. Irving Limited</td><td>Saint John, N.B.</td><td>570,324</td></tr><tr><td>Bansco & Co.</td><td>Toronto, Ontario</td><td>462,500</td></tr><tr><td>Houston & Co. Ltd.</td><td>Toronto, Ontario</td><td>385,247</td></tr><tr><td>Nudulama Mines Ltd.</td><td>Suite 908, 330 Bay Street, Toronto, Ontario.</td><td>87,926</td></tr></tbody></table> <p>The above shares in the names of Barclays (Nassau) Nominees Co. Limited, K.C. Irving Limited and Nudulama Mines Ltd. are believed to be beneficially owned by them. The Company does not know the beneficial owners of other shares listed.</p>	NAME	ADDRESS	NO. OF SHARES	Barclays (Nassau) Nominees Co. Limited	Nassau, Bahamas	1,639,178	K.C. Irving Limited	Saint John, N.B.	570,324	Bansco & Co.	Toronto, Ontario	462,500	Houston & Co. Ltd.	Toronto, Ontario	385,247	Nudulama Mines Ltd.	Suite 908, 330 Bay Street, Toronto, Ontario.	87,926		
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Nudulama Mines Ltd.	Suite 908, 330 Bay Street, Toronto, Ontario.	87,926																			
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	It is believed that Barclays (Nassau) Nominees Co. Limited and K. C. Irving Ltd. and the present management are in such position, subject to solicitation of proxies.																				
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th></th><th></th><th>Book Value</th><th>Market Value</th></tr></thead><tbody><tr><td>595,900</td><td>Brunswick Mining and Smelting Corporation Limited</td><td>\$2,086,261.88</td><td>\$5,214,125.00</td></tr><tr><td>400,000</td><td>Hewbet Mines Limited</td><td>130,000.00</td><td>-</td></tr><tr><td>125,000</td><td>Bachelor Lake Gold Mines Limited</td><td>9,375.00</td><td>-</td></tr><tr><td>164,000</td><td>Bocabois Gold Mines Limited</td><td>5,740.00</td><td>-</td></tr></tbody></table>			Book Value	Market Value	595,900	Brunswick Mining and Smelting Corporation Limited	\$2,086,261.88	\$5,214,125.00	400,000	Hewbet Mines Limited	130,000.00	-	125,000	Bachelor Lake Gold Mines Limited	9,375.00	-	164,000	Bocabois Gold Mines Limited	5,740.00	-
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164,000	Bocabois Gold Mines Limited	5,740.00	-																		
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																				

SCHEDULE "A"

\$540,000 principal amount of 6% Convertible Debentures are outstanding. These mature as to \$180,000 principal amount on October 15 in each of the years 1968, 1969 and 1970. At October 15, 1968, \$169,113.19 was owed by the Company to the holders of these Debentures by way of interest. All of these Debentures are beneficially owned by Barclays (Nassau) Nominees Co. Limited.

Subject to approval of shareholders, the Company proposes to enter into a supplemental trust deed with Guaranty Trust Company of Canada as Trustee which will vary the conversion privileges attached to these Debentures as set out in the Trust Deed in which they were created. The Trust Deed affords the holder of the Debentures the right, exercisable until maturity, to convert the Debentures into shares of the Company at the rate of one share for each \$1 principal amount of Debentures.

In consideration of the holder of the Debentures not presenting on October 15, 1968 for redemption the \$180,000 principal amount of Debentures which then matured, and not having called upon the Company to pay interest owed and outstanding as aforesaid, the Company has agreed that the supplemental trust deed will provide the following:

- (1) The conversion feature and privilege set out in the Trust Deed respecting the \$180,000 principal amount of Debentures which matured on October 15, 1968 shall be extended until April 15, 1969 so that the holder of Debentures shall in any event have until that date to convert the same at the present rate.
- (2) The holder of the Debentures shall have the option exercisable at any time until three days before the record date of the proposed rights offering referred to in Item 6 hereof to convert into shares of the Company all or any part of the Debentures, on a new basis. This new conversion privilege shall be exercisable at the closing bid price for shares of the Company on the Toronto Stock Exchange on the day preceding the date upon which Debentures are presented for conversion, less 20% of such closing bid price provided that such price less 20% discount shall not in any case exceed \$1 and provided further that in no event shall such conversion privilege result in the Debenture holder obtaining a share for less than 60¢ principal amount of Debentures. In addition the Debenture holder has the right to receive from the Company additional treasury shares at the aforesaid rates of issue in settlement of all or any part of interest owed by the Company on the Debentures, such right also to be exercisable at the option of the Debenture holder up to the aforesaid time. To the extent that the Debenture holder does not exercise its said option rights, then after the expiry date of the option the conversion feature and privilege as set out in the Trust Deed shall be reinstated and shall continue to apply, provided that the conversion date for the \$180,000 of Debentures which matured October 15, 1968, shall in any event be extended until April 15, 1969.

SCHEDULE "B"

Subject to the approval of the shareholders to be asked at a general meeting to be held shortly, the Company proposes to apply for supplementary letters patent to increase its authorized capital to 10,000,000 shares with a par value of 20¢ each by creation of an additional 4,000,000 shares with such par value, ranking equally with the existing 6,000,000 shares of the Company.

Subject to such increase in capital, the Company will offer to its shareholders of record at a date to be fixed by the directors and to follow as closely as possible the date of supplementary letters patent, the right to purchase from treasury at 60¢ per share one additional share for every four shares held at the record date. On the basis of 5,378,686 shares of the Company now outstanding, there will thus be 1,344,670 additional shares offered to shareholders and if all of the same are purchased the Company will receive \$806,802.

Subscriptions for fractional shares will not be accepted. The new issue will not be registered under the Securities Act of 1933 of the United States and the shares will not be offered to shareholders whose recorded addresses are in the United States or any of its territories or possessions. The rights to purchase such shares will be transferable and the rights will be traded in on the Toronto, Canadian and Vancouver Stock Exchanges until shortly before they expire. There is understood to be no objection to a United States shareholder selling his rights. The offering of such shares will expire four weeks after the record date and warrants not then exercised shall have no value thereafter.

It is hoped that the record date for the rights offering can be established as a date in December, 1968 or January, 1969, following acceptance for filing of notice of the proposed offering and other matters referred to herein by the Toronto, Canadian and Vancouver Stock Exchanges and exemption from registration for the shares to be offered to the shareholders, under the Securities Act 1966 (Ontario), the Securities Act (British Columbia) and the Quebec Securities Act.

Kent Line Limited of Saint John, New Brunswick, acting as principal on its own behalf and acting for investment purposes only and not with a view to public resale or public distribution of such shares, has agreed with the Company that at the termination of the rights offering it (or its nominee or nominees) will purchase at the said price of 60¢ per share, such number of treasury shares of the Company (if any) the proceeds of which when added to the proceeds of the sale of shares upon exercise of rights of other shareholders will ensure that the Company has realized from the offering 60% of the full amount realizeable therefrom, being the sum of \$484,081, based on current outstanding shareholdings.

In consideration of such commitment by Kent Line Limited, the Company has agreed with it that for 15 days after the termination of the rights offering Kent Line Limited (or its nominee or nominees) has the option to purchase at 60¢ each all or any part of any other shares offered to and not subscribed for by shareholders or by Kent Line Limited (or its nominee or nominees) pursuant to its said commitment.

In the event that Kent Line Limited (or its nominee or nominees) shall at a later date desire to offer by way of primary distribution any shares so purchased, such shares shall be offered in primary distribution in accordance with the relevant provisions of the Securities Act 1966 (Ontario) and the Securities Act (British Columbia). In no event shall any of such shares be offered on the Canadian Stock Exchange or to residents of the Province of Quebec without registration or an exemption therefrom first having been obtained. If called upon to do so by Kent Line Limited (or its nominee or nominees) the Company must file a Statement of Material Facts on the shares to be offered.

The Company intends to make application to the various Securities Commissions for exemptions from registration covering the shares to be purchased by shareholders under the aforesaid rights offering.

The agreement with Kent Line Limited is conditional upon shareholders approving the supplemental trust deed referred to above, the obtaining of supplementary letters patent by the Company, the approval by shareholders of the rights offering and of the terms of the Kent Line Limited agreement and upon the Company obtaining all of the aforesaid consents and/or exemptions.

FINANCIAL STATEMENTS

KEY ANACON MINES LIMITED
(Incorporated under the Laws of Ontario)
BALANCE SHEET - OCTOBER 31, 1968

A S S E T S

Current			
Accounts receivable	\$	1,103.60	
Prepaid items		<u>2,700.11</u>	
			\$ 3,803.71
Investments			
Shares of other mining companies			
- schedule 1		2,231,376.88	
Stores and supplies, at cost		<u>38,278.93</u>	
			2,269,655.81
Mining properties at cost			
- schedule 2		203,484.95	
Land, building and equipment			
- schedule 2		541,820.89	
Deferred development and administrative expenses			
- schedules 2 and 3		<u>5,796,930.96</u>	
			<u>6,542,236.80</u>
			<u>\$8,815,696.32</u>

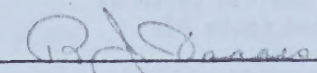
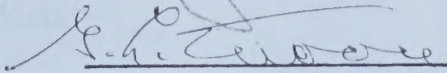
L I A B I L I T I E S

Current			
Bank overdraft	\$	690.90	
Accounts payable and accrued liabilities		162,778.78	
Current portion of convertible debentures		180,000.00	
Accrued interest on debentures outstanding		110,881.61	
Accrued interest on debentures converted		58,231.58	
Accrued interest on bank loan		110,724.30	
Promissory notes and accrued interest thereon		<u>116,184.66</u>	
			\$ 739,491.83
Bank Loan - secured			1,071,289.00
6% Convertible Debentures less \$180,000.00 due in current year			360,000.00

S H A R E H O L D E R S ' E Q U I T Y

Capital Stock			
Authorized			
6,000,000 shares of the par value of .20¢ each			
Issued			
5,378,686 shares		\$1,075,737.20	
Contributed Surplus (unchanged from January 1, 1968)		3,306,795.20	
Retained Earnings			
Balance - January 1, 1968		<u>\$2,292,904.64</u>	
Deduct			
Loss on sale of equipment		1,638.11	
Mining claims and development expenses thereon written-off		<u>28,883.44</u>	
		<u>30,521.55</u>	
			<u>2,262,383.09</u>
			<u>6,644,915.49</u>
			<u>\$8,815,696.32</u>

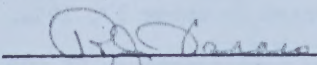
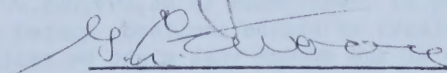
APPROVED ON BEHALF OF THE BOARD:


 _____ Director

 _____ Director

Prepared without audit

We hereby certify that there have been no material changes in the items on the Balance Sheet of the Company since date of the said Balance Sheet dated October 31, 1968 and date of the Company's Filing Statement dated November 26, 1968.

KEY ANACON MINES LIMITED


 _____ President

 _____ Vice-President and Treasurer

KEY ANACON MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE TEN MONTHS ENDED OCTOBER 31, 1968

SOURCE OF FUNDS

Sale of used equipment	\$ 2,065.02
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APPLICATION OF FUNDS

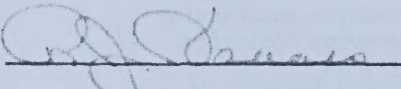
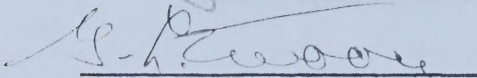
Increase in mine development and administrative expenses	<u>127,201.71</u>
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WORKING CAPITAL

Decrease for the period	125,136.69
Deficiency at January 1, 1968	610,551.43
Deficiency at September 30, 1968	<u>\$735,688.12</u>

	<u>January 1, 1968</u>	<u>October 31, 1968</u>
Current assets	\$ 3,856.32	\$ 3,803.71
Current liabilities	<u>614,407.75</u>	<u>739,491.83</u>
	<u>\$610,551.43</u>	<u>\$735,688.12</u>

APPROVED ON BEHALF OF THE BOARD

	Director
	Director

KEY ANACON MINES LIMITED

Schedule 1

SCHEDULE OF INVESTMENTS

OCTOBER 31, 1968

		<u>Book Value</u>	<u>Market Value</u>
595,900	Brunswick Mining and Smelting Corporation Limited (note A)	2,086,261.88	4,379,865.00
400,000	Hewbet Mines Limited	130,000.00*	-
125,000	Bachelor Lake Gold Mines Limited (note B)	9,375.00*	-
164,000	Bocabois Gold Mines Limited (note B)	<u>5,740.00*</u>	<u>-</u>
		<u>\$2,231,376.88</u>	<u>4,379,865.00</u>

* figures represent cost.

- Note A. In 1953 the company received shares of Brunswick Mining and Smelting Corporation Limited as consideration for interest in mining claims. These shares were valued by the company at that time at \$20 per share. In 1960 by resolution of the Board, these shares were reduced to \$3 per share, being the approximate quoted market value as at December 31, 1960. Other shares are valued at cost.
- Note B. Acquired from New Larder "U" Island Mines Limited in 1955 under the terms of the plan of re-organization dated December 17, 1954.
- Note C. The quoted market value of investments is \$4,499,045.00 in the aggregate but, because of the large blocks of shares involved, quoted market value is not necessarily indicative of the amount that might be realized if these investments were to be sold.

KEY ANACON MINES LIMITED

Schedule 2

SCHEDULE OF MINING PROPERTIES, LAND, BUILDINGS, PLANT AND EQUIPMENT, DEFERRED DEVELOPMENT AND ADMINISTRATIVE EXPENSESOCTOBER 31, 1968

	<u>Mining properties</u>	<u>Land buildings, plant and equipment</u>	<u>Deferred development and administrative expenses</u>
24 Patented mining claims in the Township of McGarry and McFadden, Ontario, at cost	<u>\$2,200.00</u>		<u>\$121.05.</u>
2 Mining licenses comprising 2,242 acres in Parish of Bathurst, County of Gloucester, New Brunswick, at cost	<u>\$66,340.15</u>	<u>\$528,050.84</u>	<u>\$2,115,801.19</u>
32 Mining claims and 3 mining concessions in the Township of Rohault and La Dauversiere, Chibougamau Area, Quebec, at cost	<u>\$119,984.80</u>	<u>\$13,770.05</u>	<u>\$2,357,112.42</u>
Less written off to date	<u> </u>	<u> </u>	<u>637,789.31</u>
	<u>\$119,984.80</u>	<u>\$13,770.05</u>	<u>\$1,719,323.11</u>
11 Mining claims and 2 mining concessions in Township of Cadillac, Quebec, at cost	<u>15,000.00</u> <u>\$203,484.95</u>	<u> </u> <u>\$541,820.89</u>	<u>416.18</u> <u>\$3,835,661.53</u>
Administrative expenses	<u> </u>	<u> </u>	<u>1,961,269.43</u>
	<u>\$203,484.95</u>	<u>\$541,820.89</u>	<u>\$5,796,930.96</u>

KEY ANACON MINES LIMITED

Schedule 3

SCHEDULE OF MINE DEVELOPMENT AND ADMINISTRATIVE EXPENSESFOR THE TEN MONTHS ENDED OCTOBER 31, 1968

Balance, January 1, 1968		\$5,678,742.69
Written-off during period		<u>9,013.44</u>
		\$5,669,729.25
Expenses for the period		
<u>Mine Development Expenses</u>		
Overhead Expenses		
Fire protection and watchman	\$3,734.70	
Travel and freight	235.95	
Insurance and taxes	4,452.10	
Mining licenses and fees	2,185.35	
Mine office and warehouse expense	2,170.16	
Snow removal and road maintenance	<u>40.61</u>	
	12,818.87	
Rentals on residences and equipment	<u>8,643.08</u>	
		\$ 4,175.79
<u>Administrative Expenses</u>		
Capital and place of business taxes	\$ 165.00	
Directors' fees	9,500.00	
Engineering and consulting fees	252.00	
Filing, listing and sustaining fees	320.00	
Head office administration	2,500.00	
Interest and bank charges, including debenture and loan interest	101,491.06	
Maps and blueprints	75.32	
Postage	1.00	
Printing and stationery	441.04	
Reports to shareholders	5,019.69	
Sundry	41.00	
Telephone and telegraph	327.00	
Transfer agent and registrar fees	2,252.38	
Travel expense	325.43	
Wages and salaries	<u>315.00</u>	
		<u>123,025.92</u>
		<u>127,201.71</u>
Balance, October 31, 1968		<u>\$5,796,930.96</u>

19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.

None

20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.

No shares of the Company are presently in primary distribution. Shares which shall be purchased by shareholders under the proposed rights offering may be offered and sold by them by way of secondary distribution. Shares which Kent Line Limited aforesaid may be called upon to purchase are being purchased for investment purposes and not with a view to public resale or public distribution. Such shares may be offered at a later date in compliance with the Securities Acts of Ontario and British Columbia. There are no other material facts.

RIDER TO ITEM 20.

February 6, 1969.

Since the date of the within Filing Statement, the following material changes have taken place, and effect should be given to the same when reading the Filing Statement:

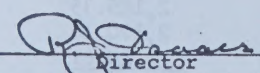
Item 1. (c) All steps required to be taken prior to the offering of rights have been completed and the record date of the offering has been fixed at February 14, 1969.

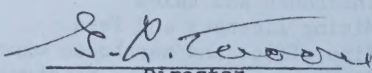
Item 3. Yves Pratte of Quebec, P.Q. resigned as a director in early December last. He has been replaced on the Board by J. Ian M. Whitcomb, Saint John, N.B. barrister and solicitor.

Item 4. Supplementary Letters Patent dated January 20, 1969 have issued and the authorized capital is now 10,000,000 shares with a par value of 20¢ each. An additional 352,812 shares have been issued, raising the issued share position to 5,731,498 shares.

Item 5. Shareholders at their meeting on January 15 last approved the entry by the Company in the supplemental trust indenture, and the same was executed between the Company and the Trustee as of such date. Barclays (Nassau) Nominees Co. Limited, the holder of all of the debentures has presented for conversion two debentures in the total principal sum of \$180,000. The debenture holder has also required the Company to issue shares to satisfy outstanding interest in the sum of \$40,154.93. Accordingly, based on the market price of shares at the date of conversion and settlement of interest (January 27, 1969) the Company has issued 352,812 shares to the debenture holder.

Item 6. Based on 5,731,498 shares now issued, a total of 1,432,874 shares will be offered to shareholders. This could change further, if the debenture holder presents additional debentures for conversion, under its option to do so up to three days before the record date, which is now fixed at February 14, 1969.


Director
Key Anacon Mines Limited


Director
Key Anacon Mines Limited

CERTIFICATE OF THE COMPANY

DATED November 26, 1968

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

KEY ANACON MINES LIMITED

"R. J. Isaacs"

"G. L. Moore"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)